

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
)	
Debtors.)	(Jointly Administered)
)	

**MONTHLY FEE STATEMENT OF PRIME CLERK LLC, AS
ADMINISTRATIVE AGENT TO THE DEBTORS, FOR THE
PERIOD FROM MAY 1, 2019 THROUGH MAY 31, 2019**

By this monthly fee statement (the “**Statement**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), Prime Clerk LLC (“**Prime Clerk**”), administrative agent to the above captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby seeks compensation and reimbursement for reasonable and necessary fees and expenses incurred for the period from May

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

1, 2019 through May 31, 2019 (the “**Statement Period**”). In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 796] (the “**Compensation Order**”), Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in an amount equal to \$14,577.85 and payment of \$11,662.28, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in an amount equal to \$0.00. In support of the Statement, Prime Clerk respectfully represents as follows:

Name of Professional:	Prime Clerk LLC
Authorized to Provide Administrative Agent Services to:	Debtors and Debtors in Possession
Date of Retention:	November 19, 2018 <i>nunc pro tunc</i> to October 15, 2018
Period for which compensation and reimbursement is sought:	May 1, 2019 through May 31, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$14,577.85 ²
80% of compensation sought as actual, reasonable and necessary:	\$11,662.28
Amount of expense reimbursement sought as actual, reasonable and necessary	\$0.00

² In accordance with the Compensation Order, at the expiration of the Objection Deadline (as defined in the Compensation Order), the Debtors are authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Statement to which no Objection (as defined in the Compensation Order) has been served.

Prior Monthly Statements

Date Filed; Docket No.	Period Covered	Requested		Approved		Holdback (20%)
		Fees	Expenses	Fees	Expenses	
4/15/19; Docket No. 3193	10/15/18 – 11/30/18; 2/1/19 – 3/31/19	\$6,493.55 (payment of 80% or \$5,194.84)	\$0.00	\$5,194.84 (80% of \$6,493.55)	\$0.00	\$1,298.71
5/23/19; Docket No. 4013	4/1/19 – 4/30/19	\$2,223.55 (payment of 80% or \$1,778.84)	\$0.00	\$1,778.84 (80% of \$2,223.55)	\$0.00	\$444.71

Prior Interim Applications

Date Filed; Docket No.	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
4/15/19; Docket No. 3196	10/15/18 – 2/28/19	\$981.75	\$0.00	\$981.75	\$0.00
Total		\$981.75	\$0.00	\$981.75	\$0.00

Summary of Hours Billed by Prime Clerk Employees During the Statement Period

Employee Name	Title	Total Hours	Rate	Total
Johnson, Craig	Director of Solicitation	56.00	\$240.00	\$13,440.00
Pullo, Christina	Director of Solicitation	6.80	\$240.00	\$1,632.00
Sharp, David	Director of Solicitation	1.50	\$240.00	\$360.00
Adler, Adam M	Director	1.80	\$220.00	\$396.00
Baer, Herb C	Director	0.80	\$220.00	\$176.00
Dubin, Mariah	Director	1.40	\$220.00	\$308.00
Jaffar, Amrita C	Director	1.00	\$220.00	\$220.00
Weiner, Shira D	Director	1.20	\$220.00	\$264.00
Brown, Mark M	Solicitation Consultant	5.50	\$215.00	\$1,182.50
Kesler, Stanislav	Solicitation Consultant	1.20	\$215.00	\$258.00
Labissiere, Pierre	Solicitation Consultant	2.30	\$215.00	\$494.50
Loneragan, Senan L	Solicitation Consultant	2.60	\$215.00	\$559.00
Scully, Nickesha C	Solicitation Consultant	0.30	\$215.00	\$64.50
Allen, Richard M	Director	0.90	\$210.00	\$189.00
Bishop, Brandon N	Director	0.80	\$210.00	\$168.00
Ruiz, Gustavo A	Director	1.00	\$210.00	\$210.00

Bitman, Oleg	Senior Consultant	0.80	\$195.00	\$156.00
Pagan, Chanel C	Consultant	0.30	\$175.00	\$52.50
Bindra, Shamick J	Technology Consultant	5.90	\$70.00	\$413.00
Singh, Kevin	Technology Consultant	3.50	\$55.00	\$192.50
Reyes, Ronald A	Technology Consultant	2.00	\$45.00	\$90.00
	TOTAL	97.60		\$20,825.50³
	BLENDED RATE		\$213.38	

Summary of Fees Billed by Subject Matter During the Statement Period

Matter Description	Total Hours	Total
Ballots	9.70	\$1,188.50
Call Center / Credit Inquiry	3.70	\$815.50
Retention / Fee Application	1.70	\$360.50
Solicitation	82.50	\$18,461.00
TOTAL	97.60	\$20,825.50⁴

Summary of Expenses Incurred by Prime Clerk Employee During the Statement Period

Description	Total
N/A	N/A
TOTAL	N/A

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^{3, 4} This amount has been discounted to \$14,577.85 in accordance with the terms of Prime Clerk's retention. Taking into account this discount, the blended hourly rate is \$149.36.

Jurisdiction

1. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order of Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and the Local Bankruptcy Rules.

Background

2. On October 15, 2018 (the “**Commencement Date**”), each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On October 16, 2018, this Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). An official committee of unsecured creditors was appointed in these chapter 11 cases on October 24, 2018. On January 3, 2019, the United States Trustee for the Southern District of New York filed a motion requesting the appointment of an independent fee examiner [Docket No. 1470], which motion is still pending before the Court.

Retention of Prime Clerk

3. On November 19, 2018, the Court entered the *Order Pursuant to 11 U.S.C. § 327(a), Bankruptcy Rules 2014(a) and 2016(a), and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Prime Clerk LLC as Administrative Agent for the Debtors Nunc Pro Tunc to the Commencement Date* [Docket No. 812], which authorized the Debtors to employ and

retain Prime Clerk as administrative agent *nunc pro tunc* to the Commencement Date in these chapter 11 cases.

Relief Requested

4. Prime Clerk submits this Statement in accordance with the Compensation Order. All services for which Prime Clerk requests compensation were performed for, or on behalf of, the Debtors.

5. Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in the total amount of \$14,577.85 and payment of \$11,662.28, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

6. Prime Clerk maintains computerized records of the time spent by employees of Prime Clerk in connection with its role as administrative agent to the Debtors. In that regard, **Exhibit A**: (i) identifies the employee that rendered services in each task category; (ii) describes each service such employee performed; (iii) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (iv) as applicable, sets forth the type of expenses incurred. **Exhibit B** hereto sets forth the type of expenses incurred by each Prime Clerk employee during the Statement Period, if any. In addition, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its employees and cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions.

7. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (a) the complexity of these cases, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services

rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

Notice

8. Pursuant to the Compensation Order, this Statement will be served upon the Notice Parties (as defined in the Compensation Order). Prime Clerk submits, in light of the relief requested, no other or further notice is necessary.

Conclusion

9. WHEREFORE, pursuant to the Compensation Order, Prime Clerk respectfully requests (i) allowance of reasonable and necessary fees for the Statement Period in the total amount of \$14,577.85 and payment of \$11,662.28, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

Dated: June 28, 2019
New York, New York

Prime Clerk LLC

/s/ Shira D. Weiner
Shira D. Weiner
General Counsel
One Grand Central Place
60 East 42nd Street, Suite 1440
New York, NY 10165
Telephone: (212) 257-5450
Email: sweiner@primeclerk.com

Administrative Agent to the Debtors

Exhibit A

Fee Detail



One Grand Central Place
60 East 42nd Street, Suite 1440
New York, NY 10165

primeclerk.com

Hourly Fees by Employee through May 2019

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
RAR	Reyes, Ronald A	TC - Technology Consultant	2.00	\$45.00	\$90.00
KS	Singh, Kevin	TC - Technology Consultant	3.50	\$55.00	\$192.50
SJB	Bindra, Shamick J	TC - Technology Consultant	5.90	\$70.00	\$413.00
CCP	Pagan, Chanel C	CO - Consultant	0.30	\$175.00	\$52.50
OB	Bitman, Oleg	SC - Senior Consultant	0.80	\$195.00	\$156.00
RMA	Allen, Richard M	DI - Director	0.90	\$210.00	\$189.00
BNB	Bishop, Brandon N	DI - Director	0.80	\$210.00	\$168.00
GAR	Ruiz, Gustavo A	DI - Director	1.00	\$210.00	\$210.00
MMB	Brown, Mark M	SA - Solicitation Consultant	5.50	\$215.00	\$1,182.50
STK	Kesler, Stanislav	SA - Solicitation Consultant	1.20	\$215.00	\$258.00
PL	Labissiere, Pierre	SA - Solicitation Consultant	2.30	\$215.00	\$494.50
SLL	Lonergan, Senan L	SA - Solicitation Consultant	2.60	\$215.00	\$559.00
NCS	Scully, Nickesha C	SA - Solicitation Consultant	0.30	\$215.00	\$64.50
AMA	Adler, Adam M	DI - Director	1.80	\$220.00	\$396.00
HCB	Baer, Herb C	DI - Director	0.80	\$220.00	\$176.00
MDU	Dubin, Mariah	DI - Director	1.40	\$220.00	\$308.00
ACJ	Jaffar, Amrita C	DI - Director	1.00	\$220.00	\$220.00
SW	Weiner, Shira D	DI - Director	1.20	\$220.00	\$264.00
CJ	Johnson, Craig	DS - Director of Solicitation	56.00	\$240.00	\$13,440.00
CP	Pullo, Christina	DS - Director of Solicitation	6.80	\$240.00	\$1,632.00
DS	Sharp, David	DS - Director of Solicitation	1.50	\$240.00	\$360.00
TOTAL:			97.60		\$20,825.50

Hourly Fees by Task Code through May 2019

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<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
BALL	Ballots	9.70	\$1,188.50
INQR	Call Center / Credit Inquiry	3.70	\$815.50
RETN	Retention / Fee Application	1.70	\$360.50
SOLI	Solicitation	82.50	\$18,461.00
TOTAL:		97.60	\$20,825.50

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Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
05/01/19	PL	SA	Respond to creditor inquiry related to the upcoming solicitation	Call Center / Credit Inquiry	0.30
05/02/19	SLL	SA	Respond to inquiries regarding upcoming solicitation	Call Center / Credit Inquiry	0.60
05/03/19	CJ	DS	Prepare for upcoming voting record date	Solicitation	0.30
05/06/19	SLL	SA	Respond to creditor inquiries regarding solicitation process	Call Center / Credit Inquiry	0.50
05/07/19	CJ	DS	Review materials and listing of securities in preparation for voting record date and coordinate with team	Solicitation	0.70
05/07/19	CJ	DS	Update calendar with solicitation timetable	Solicitation	0.30
05/07/19	NCS	SA	Confer and coordinate with case team re upcoming solicitation	Solicitation	0.10
05/07/19	STK	SA	Respond to creditor and nominee inquiries related to solicitation	Call Center / Credit Inquiry	0.40
05/08/19	CJ	DS	Prepare for, participate in, and conduct follow-up on call with P. DiDonato (Weil Gotshal) on updated solicitation timetable	Solicitation	0.40
05/08/19	CJ	DS	Review solicitation materials in preparation for voting record date	Solicitation	1.10
05/09/19	CJ	DS	Coordinate the collection of voting record date information	Solicitation	0.50
05/09/19	CJ	DS	Draft and circulate e-mail and data-gathering templates to P. DiDonato (WGM) memorializing discussions on tabulation of Class 5 ESL Claims	Solicitation	0.60
05/09/19	CJ	DS	Prepare for, participate in, and conduct follow up on conversation with P. DiDonato (WGM) on mechanics for tabulating Class 5 ESLs	Solicitation	0.40
05/09/19	CJ	DS	Prepare for, participate in, and conduct follow up on meeting with C. Pullo, J. Daloia, D. Sharp (Prime Clerk) on solicitation and tabulation mechanics	Solicitation	0.80
05/09/19	CJ	DS	Review and compile necessary information from Sears plan and solicitation procedures to prepare for solicitation	Solicitation	1.10
05/09/19	CJ	DS	Review the definitions of parties falling within Class 4 and Class 5 and applicable draft ballots as part of the voting record date preparation for solicitation	Solicitation	0.80
05/09/19	CP	DS	Review plan and motion to approve disclosure statement (.8); coordinate with C. Johnson, J. Daloia and D. Sharp (Prime Clerk) in relation to plan classes and revisions to ballot forms (.7); coordinate with P. DiDonato (Weil) and C. Johnson, D. Sharp (Prime Clerk) regarding Class 4 and Class 5 voting issues (.3)	Solicitation	1.80
05/09/19	DS	DS	Attend team meeting regarding solicitation materials and	Solicitation	0.60

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			procedures		
05/09/19	DS	DS	Prepare for and participate in telephone conference with Weil (P DiDonato) regarding solicitation procedures	Solicitation	0.30
05/09/19	DS	DS	Review and provide comments on solicitation materials	Solicitation	0.60
05/10/19	CJ	DS	Review and map voting classes and prepare for plan classing	Solicitation	1.30
05/10/19	CJ	DS	Review draft ballots and provide comments regarding same	Solicitation	0.80
05/13/19	CP	DS	Coordinate with C. Johnson (Prime Clerk) regarding ESL voting parties and solicitation preparation related thereto	Solicitation	0.40
05/13/19	STK	SA	Respond to creditor and nominee inquiries related to solicitation	Call Center / Credit Inquiry	0.80
05/14/19	CJ	DS	Review docket for pleadings that would affect solicitation	Solicitation	0.40
05/14/19	SW	DI	Draft monthly fee statement	Retention / Fee Application	1.20
05/16/19	MMB	SA	Review correspondence with case team (C Johnson, G Faust) and Debtors' counsel (A Hwang at Weil, Gotshal) related to upcoming plan filing	Solicitation	0.10
05/17/19	CJ	DS	Prepare for and communicate with P. DiDonato at WGM on updated ballots and notices	Solicitation	0.50
05/17/19	CJ	DS	Review revised plan and provide comments regarding same	Solicitation	0.70
05/20/19	CJ	DS	Compile information to prepare for review of revised draft ballots	Solicitation	0.50
05/20/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with P. DiDonato to discuss solicitation punch-list and open items	Solicitation	0.30
05/20/19	MMB	SA	Confer and coordinate with case team (C Johnson) re upcoming solicitation (0.2); review and edit proposed disclosure statement order and solicitation documents and prepare redline of Prime Clerk edits for counsel's review (1.9)	Solicitation	2.10
05/22/19	CJ	DS	Review draft ballots and provide comments regarding same	Solicitation	0.30
05/22/19	CP	DS	Review email from P. DiDonato (Weil) regarding indenture trustee objection to disclosure statement and certain voting issues (.1); review objection related to same (.4); draft email to C. Johnson (Prime Clerk) regarding same (.1)	Solicitation	0.60
05/23/19	AMA	DI	Review and revise monthly fee statement	Retention / Fee Application	0.20
05/23/19	CCP	CO	Review and file monthly fee statement	Retention / Fee Application	0.30
05/23/19	CJ	DS	Prepare for, participate in, and conduct follow up on call to D. Klein (Broadridge) to discuss Sears voting	Solicitation	0.40
05/23/19	CJ	DS	Review and analyze objection filed by Wilmington Trust re: voting mechanics	Solicitation	0.80
05/23/19	CP	DS	Coordinate with C. Johnson and J. Daloia (Prime Clerk) regarding securities voting mechanics related to certain indenture trustee issues	Solicitation	0.70

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05/24/19	CJ	DS	Prepare for, participate in, and conduct follow up on calls with P. DiDonato (WGM) on voting mechanics	Solicitation	0.60
05/24/19	CJ	DS	Review and revise draft ballots	Solicitation	0.80
05/24/19	CJ	DS	Review objection of Wilmington Trust in connection with preparing the voting mechanics	Solicitation	0.60
05/24/19	CP	DS	Coordinate with C. Johnson (Prime Clerk) regarding voting issues related to objection by indenture trustee (.4); review emails between Prime Clerk case team and Weil (P. DiDonato) regarding voting information requests related to certain parties (.1)	Solicitation	0.50
05/24/19	MMB	SA	Confer and coordinate with case team (C Johnson, P Labissiere) re upcoming solicitation and quality assurance review of proposed disclosure statement order and solicitation documents	Solicitation	1.30
05/24/19	MMB	SA	Review correspondence with case team (C Johnson, P Labissiere) and Debtors' counsel (P DiDonato at Weil, Gotshal) related to upcoming solicitation	Solicitation	0.30
05/25/19	CJ	DS	Coordinate with M. Korycki (M-III) on solicitation plan classing	Solicitation	0.40
05/25/19	CJ	DS	Prepare for, participate in, and conduct follow up on communication with C. Rosenbloom (Cleary) on ESL Parties	Solicitation	0.30
05/25/19	CJ	DS	Review and edit proposed order, solicitation procedures, ballots, and notices	Solicitation	3.40
05/25/19	CJ	DS	Review plan of reorganization (as filed) and compile notes relating to solicitation	Solicitation	3.20
05/25/19	CP	DS	Review proposed revisions to ballots in coordination with C. Johnson	Solicitation	0.30
05/26/19	CJ	DS	Prepare for, participate in, and conduct follow up on calls with P. DiDonato (WGM) on revisions to plan and corresponding revisions to ballots	Solicitation	0.90
05/26/19	CJ	DS	Review revised proposed plan and conform ballots accordingly	Solicitation	2.90
05/26/19	CP	DS	Review additional proposed revisions to ballots in coordination with C. Johnson (Prime Clerk)	Solicitation	0.60
05/26/19	MMB	SA	Confer and coordinate with case team (C Johnson) re upcoming solicitation and quality assurance review of voting and distribution treatment summary	Solicitation	1.10
05/26/19	MMB	SA	Confer and coordinate with case team (P Labissiere) re upcoming solicitation and plan classing report	Solicitation	0.30
05/27/19	CJ	DS	Prepare for, participate in, and conduct follow up on calls with P. DiDonato (WGM) on revisions to plan and corresponding revisions to ballots	Solicitation	1.30
05/27/19	CJ	DS	Review revised proposed plan and conformed ballots accordingly	Solicitation	3.60
05/27/19	CP	DS	Review emails from C. Johnson (Prime Clerk) regarding solicitation issues and ballot updates	Solicitation	0.20
05/27/19	SLL	SA	Analyze and provide information regarding solicitation	Solicitation	1.50

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			logistics to Debtors' counsel		
05/28/19	CJ	DS	Compile information on various notes and conduct QA of annexes to beneficial holder ballots	Solicitation	0.90
05/28/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with E. Fox (Seyfarth) on voting information for noteholders	Solicitation	0.40
05/28/19	CJ	DS	Prepare for, participate in, and conduct follow up on calls with D. Retter (Kelley Drye) on voting information for noteholders	Solicitation	0.40
05/28/19	CJ	DS	Prepare for, participate in, and conduct follow up on communication with J. Gadsden (Carter Ledyard) on voting information for noteholders	Solicitation	0.30
05/28/19	CJ	DS	Prepare for, participate in, and conduct follow up on communications with A. Alves (Seward Kissel) on voting information for noteholders	Solicitation	0.40
05/28/19	CJ	DS	Review revised proposed plan and conformed ballots accordingly	Solicitation	2.90
05/28/19	CP	DS	Coordinate with P. Labissiere (Prime Clerk) regarding plan class report preparation and revised language in disclosure statement order (.3); review and provide comments to revised disclosure statement order and ballots (.9); coordinate with Prime Clerk case team regarding same (.1); review emails between Weil and Prime Clerk case teams regarding solicitation order and ballot updates and issues (.3)	Solicitation	1.60
05/28/19	NCS	SA	Confer and coordinate with case team re upcoming solicitation	Solicitation	0.20
05/29/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with D. Klein (Broadridge) on the voting of the noteholders	Solicitation	0.60
05/29/19	CJ	DS	Prepare for, participate in, and conduct follow up on communication with M. Weinberg (Cleary) on ESL Parties	Solicitation	0.30
05/29/19	CJ	DS	Prepare for, participate in, and conduct follow up on meeting with P. Labissiere, M. Brown, and S. Kesler (Prime Clerk) on solicitation timing and mechanics	Solicitation	1.10
05/29/19	CJ	DS	Prepare for, participate in, and conduct follow up on meeting with P. Labissiere, M. Brown, S. Kesler, and R. Reyes (Prime Clerk) on solicitation mechanics relating to lender ballots	Solicitation	0.70
05/29/19	CJ	DS	Review Second Amended Plan of Reorganization (as filed) and update corresponding ballots and solicitation mechanics	Solicitation	2.30
05/29/19	CJ	DS	Revise procedures for soliciting ESL Parties	Solicitation	0.60
05/29/19	CJ	DS	Prepare Second Lien Credit Facility "omnibus" ballot	Solicitation	1.10
05/29/19	CP	DS	Quality assurance review of emails regarding solicitation preparation among Prime Clerk case team	Solicitation	0.10
05/29/19	PL	SA	Confer and coordinate with Prime Clerk case team re the upcoming solicitation and tabulation	Solicitation	1.00
05/29/19	SJB	TC	Technology support and planning for solicitation process	Solicitation	1.50
05/30/19	CJ	DS	Review revised plan of reorganization and revised	Solicitation	1.80

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			solicitation procedures order and exhibits for the purpose of conforming Prime Clerk's processes for collecting and tabulating votes		
05/30/19	CJ	DS	Prepare for the solicitation and tabulation of any registered holders of Sears' notes, including collecting address information	Solicitation	0.40
05/30/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with P. DiDonato (WGM) on plan vote classification	Solicitation	0.40
05/30/19	CJ	DS	Communicate with indenture trustees for voting notes on lists of registered holders	Solicitation	0.40
05/30/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with J. Gadsden (Carter Ledyard) re: soliciting holders of notes	Solicitation	0.40
05/30/19	CJ	DS	Prepare for, participate in, and conduct follow up on meeting with P. Labissiere and S. Kesler (Prime Clerk) re: mechanics for tabulating second lien credit facility ballots	Solicitation	0.50
05/30/19	CJ	DS	Review and provide suggested edits to latest version of proposed disclosure statement order	Solicitation	1.40
05/30/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with P. DiDonato about proposed edits to text of disclosure statement order	Solicitation	0.60
05/30/19	KS	TC	Technical support for processing ballots	Ballots	2.40
05/30/19	MDU	DI	Meet and confer with S. Bindra re upcoming solicitation mailing and ballot intake and processing logistics	Solicitation	0.40
05/30/19	RAR	TC	Technical support for exporting ballot data	Ballots	2.00
05/30/19	SJB	TC	Technology support and planning for solicitation process and confer with M. Dubin regarding same	Solicitation	2.10
05/31/19	ACJ	DI	Attend conference with C. Johnson, P. Labissiere, S. Kesler, H. Baer, A. Adler, M. Dubin, B. Bishop, G. Ruiz and R. Allen to review logistics and staffing impact of ballot tabulation and solicitation inquiries	Solicitation	1.00
05/31/19	AMA	DI	Meet and confer with B. Bishop and M. Dubin re logistics for processing ballots (.6); conference call with C. Kaufman, P. Labissiere, S. Kesler, M. Dubin, B. Bishop, A. Jaffar and G. Ruiz re logistics for ballot processing and potential creditor inquiries re same	Ballots	1.60
05/31/19	BNB	DI	Meet and confer with Prime Clerk team re ballot processing and quality assurance review logistics	Ballots	0.80
05/31/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with J. Gadsden (Carter Ledyard) on registered noteholder information	Solicitation	0.30
05/31/19	CJ	DS	Compile and send solicitation estimate to M. Korycki (M-III) and conduct follow up	Solicitation	0.40
05/31/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with P. DiDonato (WGM) on outstanding items needed for solicitation	Solicitation	0.40
05/31/19	CJ	DS	Review and revise proposed draft Disclosure Statement Order and accompanying exhibits (ballots and notices)	Solicitation	2.70

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05/31/19	CJ	DS	Revise Class 2 / Class 4 Beneficial Owner Ballot for Second Lien Notes	Solicitation	1.80
05/31/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with S. Keslver, P. Labissiere, A. Adler, M. Dubin, A. Jaffer, and B. Bishop (Prime Clerk) on the logistics of responding to solicitation and tabulation inquiries	Call Center / Credit Inquiry	0.80
05/31/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with S. Keslver, P. Labissiere, A. Adler, M. Dubin, A. Jaffer, and B. Bishop (Prime Clerk) on the logistics of processing ballots	Solicitation	0.70
05/31/19	GAR	DI	Meet and confer with Solicitation team re ballot processing logistics	Ballots	1.00
05/31/19	HCB	DI	Attend conference with C. Johnson, A. Adler, M. Dubin, B. Bishop and R. Allen to review logistics and staffing impact of ballot tabulation and solicitation inquiries	Ballots	0.80
05/31/19	KS	TC	Technical support for processing ballots	Ballots	1.10
05/31/19	MDU	DI	Attend conference with C. Johnson, P. Labissiere, S. Kesler, A. Adler, H. Baer, B. Bishop, G. Ruiz and R. Allen to review logistics and staffing impact of ballot tabulation and solicitation inquiries	Solicitation	1.00
05/31/19	MMB	SA	Respond to nominee inquiry related to upcoming Plan solicitation	Call Center / Credit Inquiry	0.30
05/31/19	OB	SC	Confer and coordinate with case team re solicitation ballot process	Solicitation	0.80
05/31/19	PL	SA	Confer and coordinate with Prime Clerk case team re noticing in the upcoming solicitation	Solicitation	1.00
05/31/19	RMA	DI	Attend conference with C. Johnson, A. Adler, M. Dubin, B. Bishop and R. Allen to review logistics and staffing impact of ballot tabulation and solicitation inquiries	Solicitation	0.90
05/31/19	SJB	TC	Technology support and planning for solicitation process	Solicitation	2.30
Total Hours					97.60

Exhibit B

Detail of Expenses Incurred by Prime Clerk Employees During the Statement Period

None.